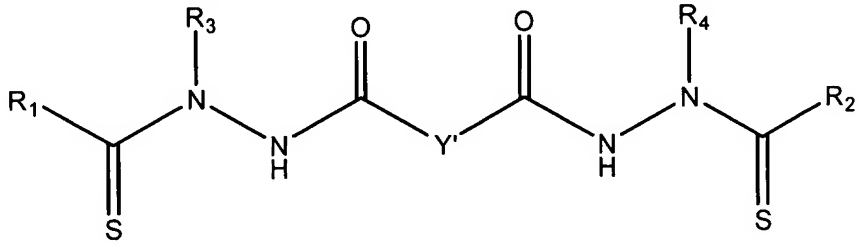
**Amendments to the Claims**

Please cancel Claims 1-7, 15, 18-24, 32 and 36. Please amend Claims 8, 11-13, 16, 25, 28-30, 33, 34, 35, 37, 38 and 39. Please add new Claims 40-50. The Claim Listing below will replace all prior versions of the claims in the application:

**Claim Listing**

1-7. (Canceled)

8. (Currently Amended) A method of treating a subject with a multi-drug resistant cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound represented by the following structural formula:




;

or a pharmaceutically acceptable salt thereof, wherein:

Y' is a covalent bond or -C($R_7R_8$)-;

$R_1$ and $R_2$ are each a substituted or unsubstituted [[aryl]] phenyl group;

$R_3$ and $R_4$ are each a substituted or unsubstituted aliphatic group;

$R_7$ is -H; and

$R_8$ is -H, an aliphatic or substituted aliphatic group.

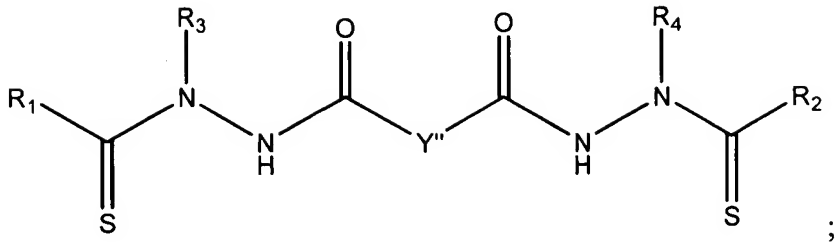
9. (Original) The method of Claim 8 wherein $R_1$ and $R_2$ are the same and $R_3$ and $R_4$ are the same.

10. (Original) The method of Claim 9 wherein $R_3$ and $R_4$ are each an alkyl group and $R_8$ is -H or methyl.

11. (Currently Amended) The method of Claim 10 wherein ~~$R_1$ and $R_2$ are each a substituted or unsubstituted phenyl group and~~ $R_3$ and $R_4$ are each methyl or ethyl.

12. (Currently Amended) The method of Claim 11 wherein the phenyl group represented by $R_1$ and the phenyl group represented by $R_2$ are optionally substituted with one or more groups selected from OH, -Br, -Cl, -I, -F, $-OR^a$, $-O-COR^a$, $-COR^a$, -CN, $-NO_2$, -COOH, $-SO_3H$, $-NH_2$, $-NHR^a$, $-N(R^aR^b)$, $-COOR^a$, -CHO, $-CONH_2$, $-CONHR^a$, $-CON(R^aR^b)$, $-NHCOR^a$, $-NRCOR^a$, $-NHCONH_2$, $-NHCONR^aH$, $-NHCON(R^aR^b)$, $-NR^cCONH_2$, $-NR^cCONR^aH$, $-NR^cCON(R^aR^b)$, $-C(=NH)-NH_2$, $-C(=NH)-NHR^a$, $-C(=NH)-N(R^aR^b)$, $-C(=NR^c)-NH_2$, $-C(=NR^c)-NHR^a$, $-C(=NR^c)-N(R^aR^b)$, $-NH-C(=NH)-NH_2$, $-NH-C(=NH)-NHR^a$, $-NH-C(=NH)-N(R^aR^b)$, $-NH-C(=NR^c)-NH_2$, $-NH-C(=NR^c)-NHR^a$, $-NH-C(=NR^c)-N(R^aR^b)$, $-NR^d-C(=NH)-NH_2$, $-NR^d-C(=NH)-NHR^a$, $-NR^d-C(=NH)-N(R^aR^b)$, $-NR^d-C(=NR^c)-NH_2$, $-NR^d-C(=NR^c)-NHR^a$, $-NR^d-C(=NR^c)-N(R^aR^b)$, $-NHNH_2$, $-NHNHR^a$, $-NHNR^aR^b$, $-SO_2NH_2$, $-SO_2NHR^a$, $-SO_2NR^aR^b$, $-CH=CHR^a$, $-CH=CR^aR^b$, $-CR^c=CR^aR^b$, $-CR^c=CHR^a$, $-CR^c=CR^aR^b$, $-CCR^a$, -SH, $-SR^a$, $-S(O)R^a$, $-S(O)_2R^a$, a non-aromatic heterocyclic group, ~~a substituted non-aromatic heterocyclic group,~~ a benzyl group, ~~a substituted benzyl group,~~ an aryl group ~~or substituted aryl group~~, wherein $R^a$-$R^d$ are each independently an alkyl group, ~~substituted alkyl group,~~ benzyl, ~~substituted benzyl,~~ aromatic ~~or substituted aromatic~~ group, or, $-N(R^aR^b)$, taken together, form a ~~substituted or unsubstituted~~ non-aromatic heterocyclic group.

13. (Currently amended) A method of treating a subject with a multi-drug resistant cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound ~~The method of Claim 1 wherein the compound is~~ represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein

Y" is a covalent bond or -$CH_2$-; [[and]]

$R_1$ and $R_2$ are both a substituted or unsubstituted aliphatic group; and

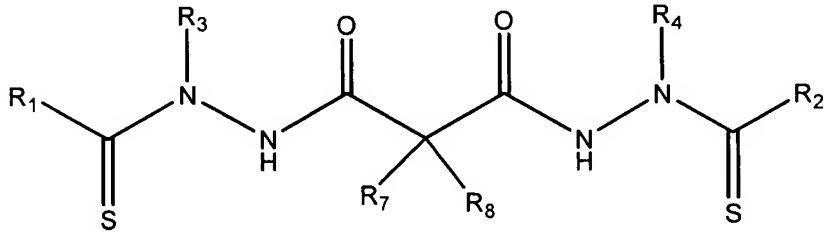
$R_3$ and $R_4$ are both a substituted or unsubstituted alkyl group.

14. (Original) The method of Claim 13 wherein $R_1$ and $R_2$ are both C3-C8 cycloalkyl group optionally substituted with at least one alkyl group.

15. (Canceled)

16. (Currently Amended) The method of Claim ~~15~~13 wherein $R_1$ and $R_2$ are both cyclopropyl or 1-methylcyclopropyl.

17. (Previously presented) A method of treating a subject with a multi-drug resistant cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound represented by the following structural formula:



;

or a pharmaceutically acceptable salt thereof, wherein:

$R_1$ and $R_2$ are both phenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both phenyl; $R_3$ and $R_4$ are both ethyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 4-cyanophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 4-methoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both phenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both phenyl; $R_3$ and $R_4$ are both ethyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 4-cyanophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 3-cyanophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 3-fluorophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 4-chlorophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 2-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 3-methoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,3-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,3-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 2,5-difluorophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-difluorophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 2,5-dichlorophenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-dimethylphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both phenyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2,5-dimethoxyphenyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both cyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclopropyl; $R_3$ and $R_4$ are both ethyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl; $R_8$ is -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ is methyl and $R_8$ is -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ is ethyl and $R_8$ is -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ is *n*-propyl and $R_8$ is -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both methyl;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ and $R_4$ are both ethyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 1-methylcyclopropyl; $R_3$ is methyl, and $R_4$ is ethyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2-methylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 2-phenylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both 1-phenylcyclopropyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclobutyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclopentyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclohexyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both cyclohexyl; $R_3$ and $R_4$ are both phenyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both methyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both methyl; $R_3$ and $R_4$ are both *t*-butyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are both methyl; $R_3$ and $R_4$ are both phenyl; $R_7$ and $R_8$ are both -H;

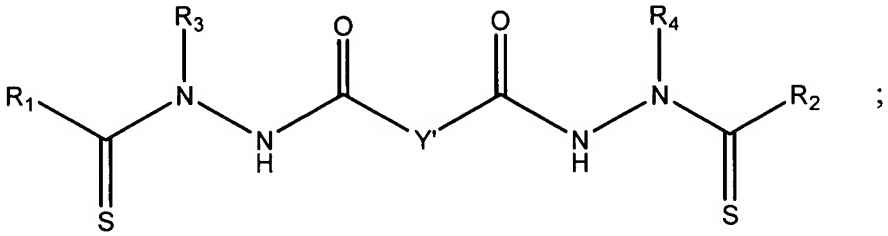
$R_1$ and $R_2$ are both *t*-butyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H;

$R_1$ and $R_2$ are ethyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H; or

$R_1$ and $R_2$ are both *n*-propyl; $R_3$ and $R_4$ are both methyl; $R_7$ and $R_8$ are both -H.

18-24. (Canceled)

25. (Currently amended) A method of treating a human subject with cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound ~~The method of Claim 24 wherein the compound is~~ represented by the following structural formula:




;

Y' is a covalent bond or -C($R_7R_8$)-;

$R_1$ and $R_2$ are each a substituted or unsubstituted [[aryl]] phenyl group;

$R_3$ and $R_4$ are each a substituted or unsubstituted aliphatic group;

$R_7$ is -H; and

$R_8$ is -H, an unsubstituted aliphatic or substituted aliphatic group,

wherein the subject is optionally co-administered a second anti-cancer agent other than paclitaxel or a paclitaxel analog.

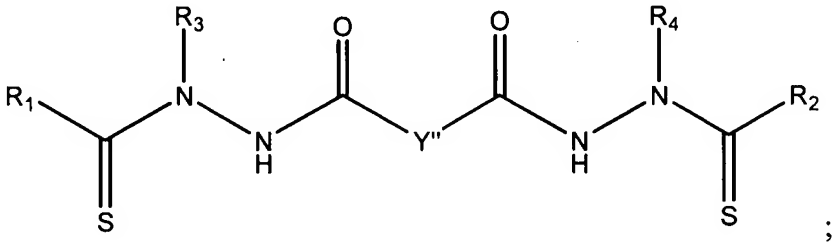
26. (Original) The method of Claim 25 wherein $R_1$ and $R_2$ are the same and $R_3$ and $R_4$ are the same.

27. (Original) The method of Claim 26 wherein $R_3$ and $R_4$ are each an alkyl group and $R_8$ is -H or methyl.

28. (Currently Amended) The method of Claim 27 wherein ~~$R_1$ and $R_2$ are each a substituted or unsubstituted phenyl group and~~ $R_3$ and $R_4$ are each methyl or ethyl.

29. (Currently Amended) The method of Claim 28 wherein the phenyl group represented by $R_1$ and the phenyl group represented by $R_2$ are optionally substituted with one or more groups selected from -OH, -Br, -Cl, -I, -F, $-OR^a$, $-O-COR^a$, $-COR^a$, -CN, $-NO_2$, -COOH, $-SO_3H$, $-NH_2$, $-NHR^a$, $-N(R^aR^b)$, $-COOR^a$, -CHO, $-CONH_2$, $-CONHR^a$, $-CON(R^aR^b)$, $-NHCOR^a$, $-NRCOR^a$, $-NHCONH_2$, $-NHCONR^aH$, $-NHCON(R^aR^b)$, $-NR^cCONH_2$, $-NR^cCONR^aH$, $-NR^cCON(R^aR^b)$, $-C(=NH)-NH_2$, $-C(=NH)-NHR^a$, $-C(=NH)-N(R^aR^b)$, $-C(=NR^c)-NH_2$, $-C(=NR^c)-NHR^a$, $-C(=NR^c)-N(R^aR^b)$, $-NH-C(=NH)-NH_2$, $-NH-C(=NH)-NHR^a$, $-NH-C(=NH)-N(R^aR^b)$, $-NH-C(=NR^c)-NH_2$, $-NH-C(=NR^c)-NHR^a$, $-NH-C(=NR^c)-N(R^aR^b)$, $-NR^d-C(=NH)-NH_2$, $-NR^d-C(=NH)-NHR^a$, $-NR^d-C(=NH)-N(R^aR^b)$, $-NR^d-C(=NR^c)-NH_2$, $-NR^d-C(=NR^c)-NHR^a$, $-NR^d-C(=NR^c)-N(R^aR^b)$, $-NHNH_2$, $-NHNHR^a$, $-NHNR^aR^b$ $-SO_2NH_2$, $-SO_2NHR^a$, $-SO_2NR^aR^b$, $-CH=CHR^a$, $-CH=CR^aR^b$, $-CR^c=CR^aR^b$,$-CR^c=CHR^a$, $-CR^c=CR^aR^b$, $-CCR^a$, -SH, $-SR^a$, $-S(O)R^a$, $-S(O)_2R^a$, a non-aromatic heterocyclic group, ~~a substituted non-aromatic heterocyclic group,~~ a benzyl group, ~~a substituted benzyl group,~~ an aryl group ~~or substituted aryl group~~, wherein $R^a$-$R^d$ are each independently an alkyl group, ~~substituted alkyl group,~~ benzyl, ~~substituted benzyl,~~ aromatic ~~or substituted aromatic~~ group, or, $-N(R^aR^b)$, taken together, form a ~~substituted or unsubstituted~~ non-aromatic heterocyclic group.

30. (Currently amended) A method of treating a human subject with cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound ~~The method of Claim 14 wherein the compound is~~ represented by the following structural formula:




;

or a pharmaceutically acceptable salt thereof, wherein

Y" is a covalent bond or $-CH_2-$; and

$R_1$ and $R_2$ are both a substituted or unsubstituted aliphatic group; and

$R_3$ and $R_4$ are both a substituted or unsubstituted alkyl group,

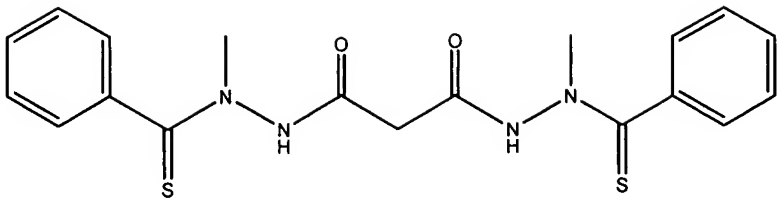
wherein the subject is optionally co-administered a second anti-cancer agent other than paclitaxel or a paclitaxel analog.

31. (Original) The method of Claim 30 wherein $R_1$ and $R_2$ are both C3-C8 cycloalkyl group optionally substituted with at least one alkyl group.

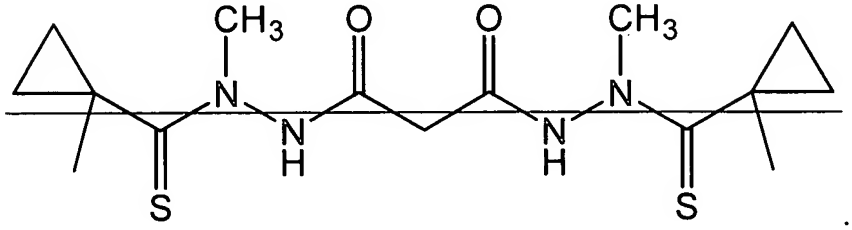
32. (Canceled)

33. (Currently Amended) The method of Claim ~~32~~30 wherein $R_1$ and $R_2$ are both cyclopropyl or 1-methylcyclopropyl.

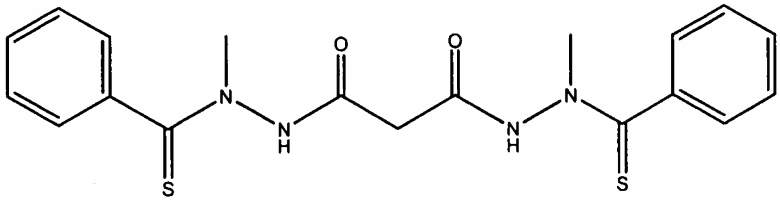
34. (Currently amended) A method of treating a subject with a multi-drug resistant cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound represented by the following structural formula: ~~The method of Claim 1, wherein the compound is~~:



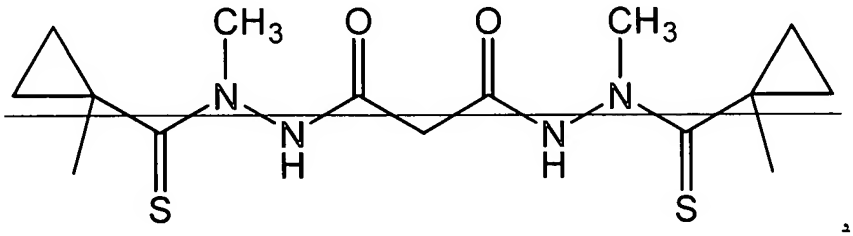
or a pharmaceutically acceptable salt thereof ~~; or~~



35. (Currently amended) A method of treating a human subject with cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound represented by the following structural formula: ~~The method of Claim 18, wherein the compound is~~:



or a pharmaceutically acceptable salt thereof~~;or~~



wherein the subject is optionally co-administered a second anti-cancer agent other than paclitaxel or a paclitaxel analog.

36. (Canceled)

37. (Currently amended) The method of Claim 8 ~~Claim 1~~, wherein the multi-drug resistant cancer is melanoma.

38. (Currently amended) The method of Claim 25 ~~Claim 18~~, wherein the cancer is ~~breast carcinoma or~~ leukemia.

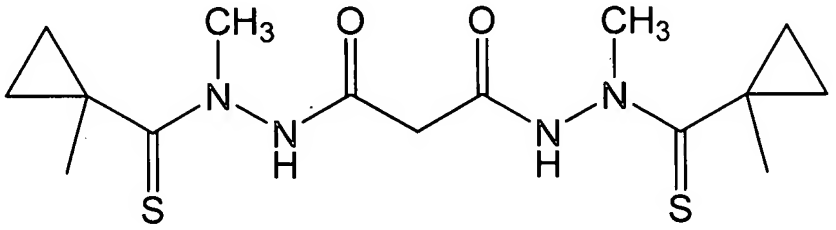
39. (Currently amended) The method of Claim 25 ~~Claim 18~~, wherein the cancer is melanoma.

40. (New) The method of Claim 8, wherein the multi-drug resistant cancer is uterine sarcoma.

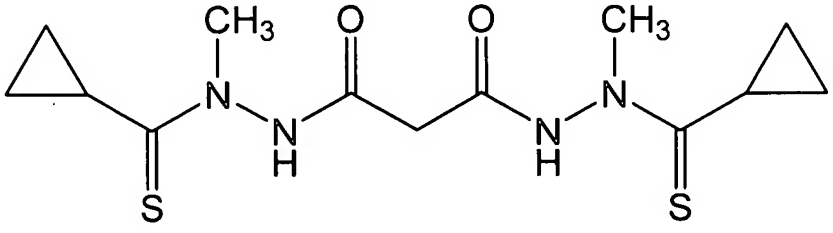
41. (New) The method of Claim 8, wherein the multi-drug resistant cancer is leukemia.

42. (New) The method of Claim 25, wherein the cancer is uterine sarcoma.

43. (New) A method of treating a subject with a multi-drug resistant cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound selected from the group consisting of:




; and




,

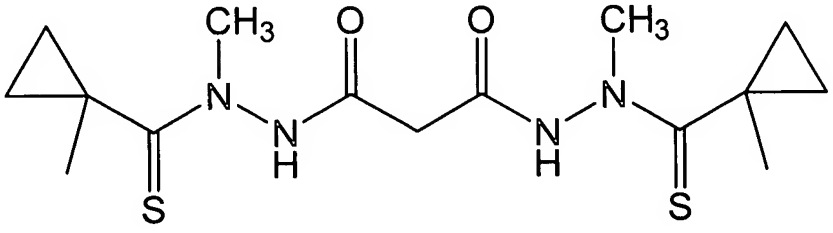
or a pharmaceutically acceptable salt thereof.

44. (New) The method of Claim 43, wherein the multi-drug resistant cancer is leukemia.

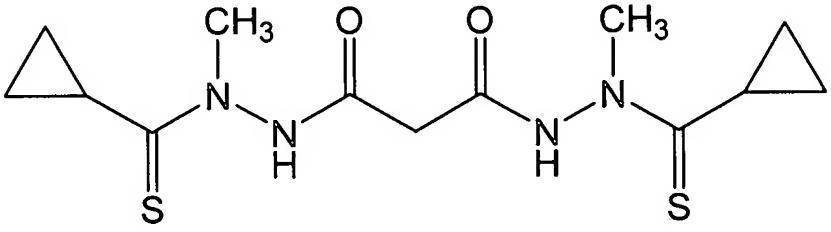
45. (New) The method of Claim 43, wherein the multi-drug resistant cancer is uterine sarcoma.

46. (New) The method of Claim 43, wherein the multi-drug resistant cancer is melanoma.

47. (New) A method of treating a human subject with cancer selected from the group consisting of leukemia, uterine sarcoma and melanoma, said method comprising administering to the subject an effective amount of a compound selected from the group consisting of:



; and



,

or a pharmaceutically acceptable salt thereof, wherein the subject is optionally co-administered a second anti-cancer agent other than paclitaxel or a paclitaxel analog.

48. (New) The method of Claim 47, wherein the cancer is leukemia.

49. (New) The method of Claim 47, wherein the cancer is uterine sarcoma.

50. (New) The method of Claim 47, wherein the cancer is melanoma.